

**Amendments to the Claims**

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. (canceled)
2. (previously presented) The composite of claim 56, wherein a top portion of the fibrous face layer above the top of the adhesive layer has a thickness of about 0.5 mm to about 2.0 mm.
3. (previously presented) The composite of claim 56, wherein a top portion of the fibrous face layer above the top of the adhesive layer has a basis weight of about 100 grams/m<sup>2</sup> to about 500 grams/m<sup>2</sup>.
- 4-5. (canceled)
6. (previously presented) The composite of claim 56, wherein the needling density is at least 500 ppsi.
7. (previously presented) The composite of claim 6, wherein the needling density is at least 1,000 ppsi.
- 8-22. (canceled)
23. (previously presented) The composite of claim 56, being embossable to form a three-dimensional textured product.
24. (previously presented) The composite of claim 56, wherein the face layer is spunlaced.
25. (original) The composite of claim 24, wherein the face layer is spunlaced substantially from the top surface.
- 26-34. (canceled)

35-55. (canceled)

56. (currently amended) A composite comprising: (A) a fibrous face layer having a top surface and a bottom surface, (B) a solid adhesive film or solid adhesive fabric, and (C) a backing layer, wherein the bottom surface of the fibrous face layer faces the solid adhesive film or adhesive fabric,

wherein the fibrous face layer comprises ~~needle-punched~~ a non-woven fabric ~~fabrics~~ ~~forming~~ needled-punched to form a plurality of legs,

wherein the legs are made from a portion of the fibrous face layer and the legs are extending away from the top surface of the fibrous face layer and through the bottom surface of the fibrous face layer,

wherein the legs of the fibrous face layer are needle-punched through the face layer, and at least some of the legs are needled through the solid adhesive film or adhesive fabric and are thermally bonded to the adhesive film or adhesive fabric,

wherein a portion of the adhesive in the adhesive film or adhesive fabric at least partially penetrates into the fibrous face layer and wherein the top surface of the fibrous face layer is substantially free of adhesive, and

wherein at least some of the ~~needle-punched~~ legs are bonded to the backing layer.

57-60. (canceled)

61. (previously presented) The composite of claim 56, wherein the legs of the fibrous face layer are further bonded in the adhesive layer by an application of pressure.

62. (canceled)

63. (previously presented) The composite of claim 56, wherein the fibrous face layer comprises fibers of about 0.5 denier to about 5.0 deniers.

64-92. (canceled)

93. (previously presented) The composite of claim 56 wherein at least some of the legs are needle-punched into the backing layer.

94. (new) A method for making a composite, the method comprising:

(i) selecting a fibrous face layer comprising a plurality of fibers, wherein the face layer has a top surface and a bottom surface opposite the top surface;

(ii) after the fibrous face layer is formed, placing an adhesive layer having a top surface and a bottom surface opposite the top surface, wherein the top surface of the adhesive layer is in direct contact with the bottom surface of the fibrous face layer;

(iii) needle-punching the face layer to form a plurality of legs made from a portion of the fibrous face layer wherein the legs are extending away from the top surface of the fibrous face layer and into the adhesive layer;

(iv) embedding the legs of the fibrous face layer in the adhesive layer, wherein the adhesive layer penetrates a distance of about  $\frac{1}{4}$  to about  $\frac{3}{4}$  of the thickness of the fibrous face layer to anchor the face layer in the adhesive layer; and

(v) presenting the substantially adhesive free top surface of the fibrous face layer as a top surface of the composite.

95. (new) The method of claim 94, further comprising spunlacing the face layer to produce the plurality of legs, the plurality of legs comprising a plurality of free fiber ends at the bottom surface.

96. (new) The method of claim 94, wherein the step of embedding the adhesive layer comprises:  
activating the adhesive layer; and  
applying pressure to the top surface of the face layer.

97. (new) The method of claim 94, further comprising placing a backing layer in direct contact with the bottom surface of the adhesive layer such that the adhesive layer is disposed between the backing layer and the face layer.

98. (new) The method of claim 97, wherein step (iii) comprises needle punching at least some of the plurality of legs completely through the adhesive layer and into the backing.

99. (new) The method of claim 94, wherein the step of selecting a face layer comprises selecting a stitching substrate comprising the plurality of fibers, stitch bonding the substrate using a shrinkable yarn, and shrinking the yarn to produce a gathered fabric structure to form the plurality of legs corresponding the undulating loops of the gathered fabric structure.

100. (new) The method of claim 99, wherein the adhesive layer is a shrinkable adhesive layer that is attached to the substrate before stitchbonding and shrinking.

101. (new) The method of claim 94, wherein the step of selecting a face layer comprises selecting a fibrous substrate, placing a shrinkable substrate in contact with the fibrous substrate, bonding the fibrous substrate to the shrinkable substrate at a plurality of discrete locations and shrinking the shrinkable layer to form a gathered fabric structure to form the plurality of legs corresponding the undulating loops of the gathered fabric structure.

102. (new) The method of claim 94, wherein the face layer comprises a knit face layer and the method further comprises cutting the bottom surface of the face layer to produce the plurality of legs.

103. (new) The method of claim 102, further comprising stabilizing the top surface of the face layer before cutting the bottom surface.

104. (new) The method of claim 94, wherein the face layer comprises a woven face layer and the method further comprises cutting the bottom surface of the face layer to produce the plurality of legs.

105. (new) The method of claim 104, further comprising stabilizing the top surface of the face layer before cutting the bottom surface.

106. (new) The method of claim 94, further comprising embossing the composite with a 3-dimensional face texture.

107. (new) The method of claim 94 further comprising the step of using the composite as a wall or floor covering.